

RECORDATION NO. 28664 FILED

OCT 23 '09 -11 15 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

October 23, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement, dated as of October 7, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Secured Party: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue South
Investors Building, Suite 700
Minneapolis, Minnesota 55402

Debtor: Elmore Financial, LLC
696 N. 8th Street
Brawley, CA 92227

Anne K. Quinlan, Esquire
October 23, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

62 wood chip hopper railcars within the series IFRX 7116 - IFRX 7143 (formerly RMGX) and IFRX 592041 - IFRX 592965 (formerly MP) as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Security Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures



Wells Fargo Equipment Finance
Investors Building, Suite 700
733 Marquette Ave So
Minneapolis, MN 55402

OCT 22 '09 -11 15 AM Memorandum of Security Agreement

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF SECURITY AGREEMENT (this "Memorandum") is made this 7th day of October, 2009, by and between Elmore Financial, LLC, a California limited liability company ("Debtor"), and WELLS FARGO EQUIPMENT FINANCE, INC, a Minnesota Corporation ("Secured Party").

A. The Debtor is indebted to the Secured Party pursuant to that certain Promissory Note dated as of October 7 2009 (the "Note") executed by the Debtor in favor of the Secured Party.

B. To secure the Debtor's obligations to the Secured Party, the Debtor executed and delivered to the Secured Party a Security Agreement dated October 2, 2009 pursuant to which the Debtor granted to the Secured Party a continuing, first priority security interest in and to, and lien on, the following collateral:

(a) sixty-two (62) used wood chip hopper railcars as further described on Schedule A attached hereto (each, a "Railcar", collectively, the "Railcars") and all replacements and substitutions thereof;

(b) all improvements, additions, modifications, accessions, attachments, appurtenances and parts appertaining or attached to the Railcars, whether now owned or hereafter acquired;

(c) all logs, books and records pertaining to the use, operation and/or maintenance of the Railcars or otherwise relating to any of the collateral described herein;

(d) all rights, claims and causes of action, if any, which the Debtor may have now or in the future against any manufacturer, rebuilder or seller of the Railcars (or any component thereof) or any other Person, by contract or otherwise, in respect of any defect in the Railcars or any part thereof;

(e) any agreement now or hereafter entered into for leasing the Railcars to any third party, including, without limitation, the Schedule No. 1 to Master Lease Agreement dated as of January 17, 2008 between the Debtor and International Paper Company and the right to receive all payments and other sums due and to become due from time to time thereunder, to receive all notices and give consents, to exercise any election or option, to declare defaults and to demand payment of any sum due in connection therewith;

(f) all rent, damages and other moneys from time to time payable to or receivable by the Debtor in respect of the Railcars; and

(g) all proceeds (cash and non-cash), including insurance proceeds, settlement proceeds and condemnation awards thereof.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

ELMORE FINANCIAL, LLC

By: [Signature]
Howard J. Elmore, Manager

WELLS FARGO EQUIPMENT FINANCE, INC.

By: [Signature]
Title: Julie Milbrath
Assistant Vice President

STATE OF _____
COUNTY OF _____

On this _____ day of _____, 2009, before me, a Notary Public of the City and State aforesaid, personally appeared Howard J. Elmore, to me personally known, who being by me duly sworn, says that he is the Manager of Elmore Financial, LLC, a California limited liability company, the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

SEE ATTACHED CERTIFICATE

Notary Public

My commission expires:

STATE OF Minnesota
COUNTY OF Hennepin

On this 21st day of October, 2009, before me a Notary Public of the City and State aforesaid, personally appeared Jim Milbrath, to me personally known who being by me duly sworn, says that (he/she) is an Assistant Vice President of Wells Fargo Equipment Finance, Inc., that foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and (he/she) acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

(Seal)

Linda M. Seierstad
Notary Public

My commission expires:



CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Imperial

On 10/13/2009 before me, * Linda Godsey, Notary Public *
Date Here Insert Name and Title of the Officer

personally appeared ** Howard J. Elmore **
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Place Notary Seal Above

WITNESS my hand and official seal.

Signature

Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Memorandum of Security Agreement

Document Date: October 7, 2009 Number of Pages: 1

Signer(s) Other Than Named Above: Wells Fargo Equipment Finance, Inc.

Capacity(ies) Claimed by Signer(s)

Signer's Name: Howard J. Elmore

- ☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☒ Other: Manager

Signer Is Representing: Elmore Financial, LLC

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here



Wells Fargo Equipment Finance, Inc
733 Marquette Avenue, Suite 700
Minneapolis, MN 55402

Schedule A
To Memorandum of Security Agreement

Contract Number 0006725-701 dated as of October 7, 2009

Debtor: Elmore Financial, LLC

Page 1 of 2

Equipment Description: Sixty-Two (62) 7,000 cubic foot (nominal) Woodchip Hopper Open Top Railcars originally built in 1988 with the current markings as more completely detailed below:

Record Id	Car Mark	Car Num	Prev Mark	Prev Unit Num
803349	IFRX	592682	MP	592682
803302	IFRX	592235	MP	592235
803326	IFRX	592522	MP	592522
803382	IFRX	592944	MP	592944
803285	IFRX	592041	MP	592041
803386	IFRX	592965	MP	592965
803379	IFRX	592923	MP	592923
803373	IFRX	592884	MP	592884
803360	IFRX	592764	MP	592764
803352	IFRX	592715	MP	592715
803339	IFRX	592616	MP	592616
803338	IFRX	592607	MP	592607
803333	IFRX	592564	MP	592564
803315	IFRX	592354	MP	592354
803311	IFRX	592317	MP	592317
803307	IFRX	592254	MP	592254
803297	IFRX	592145	MP	592145
803286	IFRX	592053	MP	592053
803341	IFRX	592621	MP	592621
803378	IFRX	592914	MP	592914
803336	IFRX	592597	MP	592597
803304	IFRX	592243	MP	592243
803345	IFRX	592647	MP	592647
803288	IFRX	592059	MP	592059
803305	IFRX	592251	MP	592251
803310	IFRX	592275	MP	592275
803320	IFRX	592454	MP	592454
803331	IFRX	592550	MP	592550
803344	IFRX	592641	MP	592641



803384	IFRX	592953	MP	592953
803324	IFRX	592495	MP	592495
803329	IFRX	592542	MP	592542
803335	IFRX	592591	MP	592591
803368	IFRX	592820	MP	592820
803372	IFRX	592867	MP	592867
803308	IFRX	592261	MP	592261
803313	IFRX	592346	MP	592346
803350	IFRX	592692	MP	592692
803355	IFRX	592729	MP	592729
803300	IFRX	592193	MP	592193
803309	IFRX	592272	MP	592272
803318	IFRX	592436	MP	592436
803334	IFRX	592573	MP	592573
803357	IFRX	592749	MP	592749
803358	IFRX	592751	MP	592751
803376	IFRX	592903	MP	592903
803359	IFRX	592763	MP	592763
8768	IFRX	7132	RMGX	7132
8754	IFRX	7118	RMGX	7118
8776	IFRX	7140	RMGX	7140
8765	IFRX	7129	RMGX	7129
8752	IFRX	7116	RMGX	7116
8760	IFRX	7124	GNRR	7124
8757	IFRX	7134	RMGX	7121
8779	IFRX	7143	GNRR	7143
8777	IFRX	7141	RMGX	7141
8769	IFRX	7133	RMGX	7133
8764	IFRX	7128	RMGX	7128
8772	IFRX	7136	RMGX	7136
8759	IFRX	7123	RMGX	7123
8778	IFRX	7142	GNRR	7142
8753	IFRX	7117	GNRR	7117

Dated. October 7, 2009]

Lessee. Elmore Financial, LLC

By. 

Title: Howard J. Elmore, Manager

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated

10/23/09



Robert W Alvord